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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 333-110979

**SOUTHERN STAR CENTRAL CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**04-3712210**

(I.R.S. Employer  
Identification No.)

**4700 Highway 56, Owensboro, Kentucky**

(Address of principal executive offices)

**42301**

(Zip Code)

**Registrant's telephone number, including area code: (270) 852-5000**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

☐

Accelerated filer

☐

Non-accelerated filer

☒

Smaller reporting company

☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes ☐ No ☒

As of November 8, 2013, registrant had 100 shares of common stock outstanding.

**2013 FORM 10-Q**  
**FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2013**  
**SOUTHERN STAR CENTRAL CORP.**

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\* December 31, 2012 balance sheet was derived from our audited balance sheet.

**PART I - FINANCIAL INFORMATION****Item 1. Consolidated Financial Statements and Supplementary Data****SOUTHERN STAR CENTRAL CORP. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS**

	September 30, 2013 (Unaudited)	December 31, 2012
	(In thousands)	
ASSETS		
Current Assets:		
Cash and cash equivalents .....	\$ 12,204	\$ 37,467
Receivables:		
Trade.....	17,897	19,651
Income taxes .....	1,886	1,068
Transportation, exchange and fuel gas.....	8,652	8,075
Other.....	2,608	5,165
Inventories.....	11,151	10,350
Deferred income taxes .....	2,352	1,536
Costs recoverable from customers .....	750	3,990
Prepaid expenses.....	1,049	4,874
Other .....	609	489
Total current assets.....	<u>59,158</u>	<u>92,665</u>
Property, Plant and Equipment, at cost:		
Natural gas transmission plant.....	713,581	652,780
Other natural gas plant.....	35,239	36,403
	<u>748,820</u>	<u>689,183</u>
Less – Accumulated depreciation and amortization .....	<u>(25,838)</u>	<u>(7,208)</u>
Property, plant and equipment, net.....	<u>722,982</u>	<u>681,975</u>
Other Assets:		
Goodwill .....	470,962	470,962
Costs recoverable from customers .....	83,322	85,267
Other deferred and noncurrent assets.....	3,555	3,993
Total other assets.....	<u>557,839</u>	<u>560,222</u>
Total Assets.....	<u>\$ 1,339,979</u>	<u>\$ 1,334,862</u>

The accompanying Notes to the Consolidated Financial Statements are an integral part of these statements.

**SOUTHERN STAR CENTRAL CORP. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

	September 30, 2013 (Unaudited)	December 31, 2012
	(In thousands)	
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current Liabilities:		
Payables:		
Trade.....	\$ 13,722	\$ 8,712
Transportation, exchange and fuel gas.....	6,800	11,315
Income taxes .....	373	380
Revolving credit agreement .....	35,000	40,000
Other.....	11,332	6,481
Accrued taxes, other than income taxes.....	11,929	7,090
Accrued interest .....	6,250	6,908
Accrued payroll and employee benefits.....	8,577	9,842
Costs refundable to customers .....	1,855	3
Capitalized lease obligation due in one year.....	280	265
Other accrued liabilities .....	4,376	3,907
Total current liabilities .....	<u>100,494</u>	<u>94,903</u>
Long-Term Debt:		
Capitalized lease obligation .....	3,950	4,230
Other long-term debt.....	483,266	484,178
Total long-term debt.....	<u>487,216</u>	<u>488,408</u>
Other Liabilities and Deferred Credits:		
Deferred income taxes .....	96,002	86,905
Postretirement benefits other than pensions .....	39,386	38,932
Asset retirement obligations .....	1,881	1,798
Costs refundable to customers .....	296	177
Environmental remediation.....	280	450
Accrued pension.....	44,018	39,760
Other .....	1,050	302
Total other liabilities and deferred credits.....	<u>182,913</u>	<u>168,324</u>
Stockholder's Equity:		
Common stock, \$.01 par value, 100 shares authorized and issued, 100 shares outstanding at September 30, 2013 and December 31, 2012.....	—	—
Premium on capital stock and other paid-in capital.....	564,149	574,571
Retained earnings.....	5,207	8,656
Total stockholder's equity.....	<u>569,356</u>	<u>583,227</u>
Total Liabilities and Stockholder's Equity.....	<u>\$ 1,339,979</u>	<u>\$ 1,334,862</u>

The accompanying Notes to the Consolidated Financial Statements are an integral part of these statements.

**SOUTHERN STAR CENTRAL CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF NET INCOME**  
**(UNAUDITED)**

	<b>Successor</b>		<b>Predecessor</b>
	<b>For the Three Months Ended September 30, 2013</b>	<b>For the Period September 24 through September 30, 2012</b>	<b>For the Period July 1 through September 23, 2012</b>
	<b>(In thousands)</b>		<b>(In thousands)</b>
Operating Revenues:			
Transportation .....	\$ 45,449	\$ 3,525	\$ 42,914
Storage .....	7,749	651	7,635
Other revenue .....	146	12	139
Total operating revenues .....	<u>53,344</u>	<u>4,188</u>	<u>50,688</u>
Operating Costs and Expenses:			
Operations and maintenance .....	13,599	1,373	11,088
Administrative and general .....	10,505	762	9,356
Depreciation and amortization .....	8,779	674	7,889
Taxes, other than income taxes .....	4,455	345	4,070
Total operating costs and expenses .....	<u>37,338</u>	<u>3,154</u>	<u>32,403</u>
Operating Income .....	<u>16,006</u>	<u>1,034</u>	<u>18,285</u>
Other (Income) Deductions:			
Interest expense .....	7,712	579	7,542
Interest income .....	(8)	(1)	(10)
Miscellaneous other income .....	(333)	(16)	(150)
Total other deductions .....	<u>7,371</u>	<u>562</u>	<u>7,382</u>
Income Before Income Taxes .....	<u>8,635</u>	<u>472</u>	<u>10,903</u>
Provision for Income Taxes .....	<u>3,427</u>	<u>184</u>	<u>4,300</u>
Net Income <sup>(a)</sup> .....	<u>\$ 5,208</u>	<u>\$ 288</u>	<u>\$ 6,603</u>

(a) Net income approximates comprehensive income.

The accompanying Notes to the Consolidated Financial Statements are an integral part of these statements.

**SOUTHERN STAR CENTRAL CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF NET INCOME**  
**(UNAUDITED)**

	<b>Successor</b>		<b>Predecessor</b>
	<b>For the Nine Months Ended September 30, 2013</b>	<b>For the Period September 24 through September 30, 2012</b>	<b>For the Period January 1 through September 23, 2012</b>
	<b>(In thousands)</b>		<b>(In thousands)</b>
Operating Revenues:			
Transportation .....	\$ 137,199	\$ 3,525	\$ 134,867
Storage .....	19,617	651	22,357
Other revenue .....	490	12	512
Total operating revenues .....	<u>157,306</u>	<u>4,188</u>	<u>157,736</u>
Operating Costs and Expenses:			
Operations and maintenance .....	40,078	1,373	36,372
Administrative and general .....	30,355	762	28,624
Depreciation and amortization .....	26,952	674	25,114
Taxes, other than income taxes .....	13,651	345	12,708
Total operating costs and expenses .....	<u>111,036</u>	<u>3,154</u>	<u>102,818</u>
Operating Income .....	<u>46,270</u>	<u>1,034</u>	<u>54,918</u>
Other (Income) Deductions:			
Interest expense .....	23,091	579	23,735
Interest income .....	(28)	(1)	(37)
Miscellaneous other income .....	(616)	(16)	(637)
Total other deductions .....	<u>22,447</u>	<u>562</u>	<u>23,061</u>
Income Before Income Taxes .....	<u>23,823</u>	<u>472</u>	<u>31,857</u>
Provision for Income Taxes .....	<u>9,390</u>	<u>184</u>	<u>12,511</u>
Net Income <sup>(a)</sup> .....	<u>\$ 14,433</u>	<u>\$ 288</u>	<u>\$ 19,346</u>

(a) Net income approximates comprehensive income.

The accompanying Notes to the Consolidated Financial Statements are an integral part of these statements.

**SOUTHERN STAR CENTRAL CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

	Successor		Predecessor
	For the Nine Months Ended September 30, 2013	For the Period September 24 through September 30, 2012	For the Period January 1 through September 23, 2012
	(In thousands)		(In thousands)
OPERATING ACTIVITIES:			
Net income.....	\$ 14,433	\$ 288	\$ 19,346
Adjustments to reconcile to net cash provided by operating activities:			
Depreciation and amortization.....	26,952	674	25,114
Deferred income taxes .....	8,281	288	10,359
Amortization of debt (premium) discount and expense.....	(412)	(17)	1,304
Receivables .....	3,493	(4,014)	9,307
Inventories.....	(801)	(29)	(2,214)
Other current assets.....	3,736	186	3,200
Payables and accrued liabilities .....	3,578	4,045	(5,815)
Other, including changes in noncurrent assets and liabilities .....	7,878	(42)	(606)
Net cash provided by operating activities .....	67,138	1,379	59,995
INVESTING ACTIVITIES:			
Property, plant and equipment:			
Capital expenditures, net of allowance for funds used during construction.....	(55,903)	(2,696)	(37,312)
Proceeds from sales and salvage values, net of costs of removal.....	(2,282)	63	246
Net cash used in investing activities .....	(58,185)	(2,633)	(37,066)
FINANCING ACTIVITIES:			
Common dividends/return of capital .....	(28,304)	(5,095)	(13,712)
Revolving credit agreement payments.....	(5,000)	—	—
Capital lease payments .....	(265)	—	(250)
Debt issuance costs .....	(647)	(5)	(1,217)
Net cash used in financing activities.....	(34,216)	(5,100)	(15,179)
Net change in cash and cash equivalents.....	(25,263)	(6,354)	7,750
Cash and cash equivalents at beginning of period.....	37,467	31,251	23,501
Cash and cash equivalents at end of period.....	\$ 12,204	\$ 24,897	\$ 31,251
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the period for:			
Interest (net of amounts capitalized).....	\$ 24,159	\$ —	\$ 23,870
Income tax, net.....	1,934	—	3,675
Noncash Investing Transaction:			
Additions to capital expenditures included in Payables: Other .....	9,232	4,913	—

The accompanying Notes to the Consolidated Financial Statements are an integral part of these statements.

## SOUTHERN STAR CENTRAL CORP. AND SUBSIDIARIES NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. Description of Business

#### *Southern Star*

Southern Star Central Corp., or Southern Star, was a wholly-owned subsidiary of EFS-SSCC Holdings, LLC, or EFS, through September 23, 2012. GE Energy Financial Services, Inc., or GE, and Morgan Stanley Infrastructure Partners and certain other affiliated investment funds managed by Morgan Stanley Infrastructure, Inc., or MSIP, indirectly held all of the outstanding capital stock of EFS through this date.

On August 23, 2012, GE entered into an agreement to sell to MSIP its 60% economic stake and 50% voting stake in Southern Star through the sale of its interests in EFS, or the Sale. The Sale was consummated on September 24, 2012, constituting a change in control and resulting in a new basis of accounting for Southern Star. In connection with the Sale, EFS changed its name to MSIP-SSCC Holdings, LLC, or Holdings. See Note 3 for further information regarding the Sale.

Southern Star was incorporated in Delaware in September 2002 and operates as a holding company for its regulated natural gas pipeline operations and development opportunities. Southern Star Central Gas Pipeline, Inc., or Central, is Southern Star's only operating subsidiary and the sole source of its operating revenues and cash flows.

The term "the Company" denotes Southern Star Central Corp. and its subsidiaries.

#### *Central*

Central is an interstate natural gas transportation company that owns and operates a natural gas pipeline system located in Colorado, Kansas, Missouri, Nebraska, Oklahoma, Texas and Wyoming. The system serves customers in these seven states, including major metropolitan areas in Kansas and Missouri, which are its main market areas.

Central's system has a mainline delivery capacity of approximately 2.4 billion cubic feet, or Bcf, of natural gas per day and is composed of approximately 6,000 miles of mainline and branch transmission and storage pipelines including 40 compressor stations with approximately 208,000 certificated horsepower.

Central's principal service is the delivery of natural gas to local natural gas distribution companies in the major metropolitan areas it serves. At September 30, 2013, Central had transportation contracts with approximately 130 customers. Transportation shippers include natural gas distribution companies, municipalities, intrastate pipelines, direct industrial users, electrical generators and natural gas marketers and producers. Central transports natural gas to approximately 528 delivery locations, including distribution companies and municipalities, power plants, interstate and intrastate pipelines, and large and small industrial and commercial customers.

Central operates eight underground storage fields with an aggregate natural gas storage capacity of approximately 47 Bcf and aggregate delivery capacity of approximately 1.3 Bcf of natural gas per day. Central's customers inject natural gas into these fields when demand is low and withdraw it to supply their requirements in times of peak demand. During periods of peak demand, approximately half of the natural gas delivered to customers is supplied from these fields. Storage capacity enables Central's system to operate more uniformly and efficiently during the year, as well as allowing it to offer storage services in addition to its transportation services.

Central is subject to regulation by the Federal Energy Regulatory Commission, or FERC, under the Natural Gas Act of 1938, or NGA, and under the Natural Gas Policy Act of 1978, or NGPA, and as such, its rates and charges for the transportation of natural gas in interstate commerce, the extension, enlargement or abandonment of jurisdictional facilities, and its accounting, among other things, are subject to regulation. Central holds certificates of public convenience and necessity issued by the FERC authorizing the siting, ownership and operation of its pipelines and related facilities, including storage fields, which are considered jurisdictional and for which certificates are required or available under the NGA.

### 2. Basis of Presentation

The Sale resulted in a change in control and a new basis of accounting for Southern Star, as required by the Business Combinations Topic 805 of the Accounting Standards Codification, or the ASC. The total consideration has been "pushed down" and allocated to the assets and liabilities of the Company. The Company's financial statements related to periods prior to the Sale reflect the historical accounting basis in the Company's assets and liabilities and are labeled Predecessor, while the periods subsequent to the Sale are labeled Successor and reflect the allocation of purchase price to all assets acquired and liabilities assumed in the Sale. Therefore, the Company's Consolidated Statements of Net Income and Cash Flows for the



period ending September 23, 2012 each reflect the operations of the Predecessor. The Company's Consolidated Statements of Net Income and Cash Flows for the period ending September 30, 2013, the Consolidated Statements of Net Income and Cash Flows for the period September 24, 2012 through September 30, 2012, and the Consolidated Balance Sheets as of December 31, 2012 and September 30, 2013, each reflect the operations and financial position of the Successor.

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States, or GAAP, for interim financial reporting and SEC regulations. The interim consolidated financial statements are unaudited, with the exception of the accompanying Consolidated Balance Sheet as of December 31, 2012 which is derived from the audited financial statements for the 2012 fiscal year. Although the interim statements are subject to any year-end audit adjustments which may be necessary, in the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation, have been included. These consolidated financial statements should be read in conjunction with the Company's 2012 Annual Report on Form 10-K filed with the SEC on March 26, 2013 as amended by Form 10-K/A filed with the SEC on April 9, 2013.

### 3. Acquisition

On August 23, 2012, GE entered into an agreement to sell to MSIP its 60% economic stake and 50% voting stake in the Company through the sale of its interests in EFS. The Sale, which constituted a change in control, was consummated on September 24, 2012. The push-down basis of accounting was used to record the fair value adjustments for assets and liabilities of Southern Star at the acquisition date. The total consideration included the estimated fair value of MSIP's original 40% economic interest and the fair value of cash and equity consideration exchanged in the Sale.

As Central's rates are regulated by the FERC, and the FERC does not allow recovery in rates of amounts in excess of original cost, many of Central's historical assets and liabilities approximated their estimated fair values at the date of the change in control. The following summarizes the allocation of the total consideration to the assets acquired and the liabilities assumed of the Company at the date of the change in control (expressed in thousands):

Cash and cash equivalents	\$ 31,251
Receivables	25,782
Inventories	9,408
Other current assets	4,505
Regulatory assets - current	750
Property, plant and equipment	657,060
Regulatory assets - noncurrent	78,990
Other assets	4,432
Regulatory liabilities - current	(2,311)
Capitalized lease obligation due in one year	(265)
Current liabilities - other	(43,213)
Long-term debt	(484,494)
Capitalized lease obligation	(4,230)
Regulatory liabilities - noncurrent	(145)
Deferred tax liability	(91,016)
Other long-term liabilities	(73,746)
Goodwill	470,962
Fair values of assets and liabilities	<u>\$ 583,720</u>

Based on the allocation of the total consideration, the Company recorded approximately \$471.0 million of Goodwill in the Consolidated Balance Sheet. At September 24, 2012, the fair value of Southern Star's 6.75% Notes was approximately \$254.8 million. The estimated fair value of each of the Notes was calculated by utilizing an income approach whereby the future cash flows were discounted at estimated current cost of funding rates. The fair value measurement of these Notes is classified as Level 2. Central's debt was not adjusted as a result of the Sale since Central is a rate regulated entity as discussed above.

## **4. Accounting Policies**

### ***Principles of Consolidation***

The accompanying consolidated financial statements include the accounts of Southern Star and its subsidiaries, all of which are wholly-owned. All intercompany balances and transactions have been eliminated in consolidation.

### ***Use of Estimates***

The preparation of the accompanying consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported on the accompanying consolidated financial statements and notes. Actual results could differ from those estimates.

### ***Reclassifications***

Certain prior period amounts have been reclassified to conform with current period presentation with no effect on previously reported earnings or equity.

### ***Goodwill***

In connection with the Sale, Southern Star recorded \$471.0 million of goodwill, representing the excess of the total purchase consideration over the estimated fair value of the assets acquired and liabilities assumed. Goodwill is tested annually for impairment on October 1, or more frequently if management determines that a triggering event may have occurred that would more likely than not reduce the estimated fair value of the Company below its carrying value. Goodwill impairment charges are not subject to rate recovery.

### ***Income Taxes***

Deferred taxes are recorded under the liability method. Deferred taxes are provided on temporary differences between the book and tax basis of the assets and liabilities pursuant to the Income Taxes Topic 740 of the ASC, or ASC 740.

In accordance with ASC 740, the Company records interest related to uncertain tax positions as a part of Interest expense on the accompanying Consolidated Statements of Net Income. Any penalties are recognized as part of Miscellaneous expense on the accompanying Consolidated Statements of Net Income. The Company does not have a liability for tax penalties or interest related to uncertain tax positions for any period presented.

The Company operates under a Federal and State Income Tax Policy that governs the allocation and payment of tax liabilities of Holdings, Southern Star and Central. This policy provides that Southern Star will file consolidated tax returns on behalf of itself, Holdings and Central and will pay all taxes shown thereon to be due. Central generally makes payments to Southern Star for its federal and state income tax liabilities as though it were filing a separate return. Southern Star has an obligation to indemnify Central for any liability that Central incurs for taxes of the affiliated group of which Southern Star and Central are members under Treasury Regulations Section 1.1502-6 and similar state statutes.

### ***Gas Receivables/Payables***

In the course of providing transportation and storage services to customers, Central may receive different quantities of natural gas from a shipper than quantities delivered on behalf of that shipper. These transactions result in imbalances, which are repaid or recovered in cash or through the receipt or delivery of natural gas in the future. Customer imbalances to be repaid or recovered in-kind are recorded in Transportation, exchange and fuel gas receivables/payables on the accompanying Consolidated Balance Sheets. Settlement of imbalances requires agreement between Central and shippers as to allocations of volumes to specific transportation contracts and timing of delivery of natural gas based on operational conditions.

### ***Asset Retirement Obligations***

In accordance with the Asset Retirement and Environmental Obligations Topic 410 of the ASC, Central recorded an asset retirement obligation, or ARO, for the remediation of asbestos existing on its system. The asbestos existing on Central's system is primarily in building materials and pipe coatings used prior to the Clean Air Act of 1973. The Clean Air Act of 1973 established the National Emission Standards for Hazardous Air Pollutants, or the NESHAPs, that regulate the use of asbestos. The amount of the regulatory asset and the related ARO liability on the accompanying Consolidated Balance Sheet at September 30, 2013 was \$0.5 million and \$1.9 million, respectively. The amount of the regulatory asset and the related ARO liability on the accompanying Consolidated Balance Sheet at December 31, 2012 was \$0.6 million and \$1.8 million, respectively.

## Fair Value Measurements

The Fair Value Measurements and Disclosures Topic 820 of the ASC, or ASC 820, which defines fair value, establishes a framework for measuring fair value in accordance with GAAP, and expands disclosures about fair value measurements to include the methods and assumptions used to measure fair value and the effect of fair value measures on earnings. ASC 820 requires the fair value of an asset or liability to be based on market-based measures which reflect the credit risk of the Company.

The carrying amounts of the Company's long-term debt on the Balance Sheets and their estimated fair values are set forth below. These estimated fair market values of the Company's 6.75% Registered Notes, 6.75% Unregistered Notes, and 6.0% Notes were calculated by discounting the Notes' cash flows by the current yield of notes with similar characteristics, as recent transactions of its 6.75% Registered Notes, 6.75% Unregistered Notes, and 6.0% Notes were not available due to market inactivity. These instruments are classified as Level 2.

	September 30, 2013		December 31, 2012	
	(In Thousands)		(In Thousands)	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
6.0% Senior Notes due 2016	\$ 229,796	\$ 255,949	\$ 229,739	\$ 264,145
6.75% Registered Senior Notes due 2016	202,776	202,076	203,551	203,856
6.75% Unregistered Senior Notes due 2016	50,694	50,519	50,888	50,964

## 5. Financing

At September 30, 2013 and December 31, 2012, long-term debt consisted of the following (expressed in thousands):

	September 30, 2013	December 31, 2012
6.0% Senior Notes due 2016	\$ 230,000	\$ 230,000
6.75% Registered Senior Notes due 2016	200,000	200,000
6.75% Unregistered Senior Notes due 2016	50,000	50,000
Long-term capitalized lease obligation	3,950	4,230
Unamortized debt premium	3,470	4,439
Unamortized debt discount	(204)	(261)
Total long-term debt	<u>\$ 487,216</u>	<u>\$ 488,408</u>

## 6.75% Registered Senior Notes

At September 30, 2013, Southern Star had outstanding \$200.0 million of 6.75% Notes registered under the Securities Act of 1933 as amended. The Bank of New York Mellon Trust Company, N.A. serves as trustee pursuant to the related indenture. Interest is payable semi-annually on March 1 and September 1 of each year. Prior to the Sale, the related issuance costs were being amortized over the life of the 6.75% Registered Notes utilizing the straight line method which approximated the effective interest method. As of September 24, 2012, there were no issuance costs related to the 6.75% Registered Notes included in the Consolidated Balance Sheet as such costs were eliminated as part of the purchase price allocation. However, the premium established as a result of the Sale will be amortized over the remaining period of the 6.75% Registered Notes utilizing the effective interest method. The 6.75% Registered Notes mature on March 1, 2016. The 6.75% Registered Notes are Southern Star's senior unsecured obligations and rank equal in right of payment to all of its existing and future unsecured indebtedness and are effectively junior to any secured indebtedness of Southern Star to the extent of the value of the assets securing such indebtedness, if any.

The declaration and payment of dividends or distributions to equity holders, under the 6.75% Registered Notes indenture, are subject to, with certain limited exceptions, a minimum fixed charge coverage ratio and cumulative available cash flows from operations or a leverage ratio, subject to certain conditions, as defined in the indenture.

The 6.75% Registered Notes are subject to certain covenants that restrict, among other things, Southern Star and its subsidiaries' ability to make investments, incur additional indebtedness, pay dividends or make distributions on capital stock or

redeem or repurchase capital stock, create liens, incur dividend or other payment restrictions affecting subsidiaries, merge or consolidate with other entities and enter into transactions with affiliates. Southern Star has the right to redeem all or part of the 6.75% Registered Notes at premiums defined in the indenture.

### ***6.75% Unregistered Senior Notes***

At September 30, 2013, Southern Star had outstanding \$50.0 million aggregate principal amount of 6.75% Senior Notes due 2016. The Bank of New York Mellon Trust Company, N.A. serves as trustee under the related indenture. Interest is payable semi-annually on March 1 and September 1 of each year. Prior to the Sale, the related issuance costs were being amortized over the life of the 6.75% Unregistered Notes utilizing the straight line method which approximated the effective interest method. As of September 24, 2012, there were no issuance costs related to the 6.75% Unregistered Notes included in the Consolidated Balance Sheet as such costs were eliminated as part of the purchase price allocation. However, the premium established as a result of the Sale will be amortized over the remaining period of the 6.75% Unregistered Notes utilizing the effective interest method. The 6.75% Unregistered Notes will mature on March 1, 2016. The 6.75% Unregistered Notes are senior unsecured obligations and rank equal in rights of payment to all of Southern Star's existing and future unsecured indebtedness and are effectively junior to any secured indebtedness of Southern Star to the extent of the value of the assets securing such indebtedness, if any. All covenants, restrictions, and other terms and conditions are identical to those for the 6.75% Registered Notes described above. Southern Star has the right to redeem all or part of the 6.75% Unregistered Notes at premiums defined in the indenture.

### ***Credit Agreement***

On July 3, 2012, the Company entered into a \$65.0 million four-year revolving credit agreement, or Credit Agreement, among several banks and other financial institutions or entities from time to time party to the Credit Agreement, or the Lenders, and Royal Bank of Canada, as Administrative Agent, pursuant to which the Lenders agreed to make revolving credit loans to the Company. Effective March 22, 2013, the Credit Agreement was amended and the total aggregate commitment was extended to \$125.0 million. Under the Credit Agreement, letters of credit may be issued by the Administrative Agent or by one or more of the other Lenders in an aggregate amount not to exceed \$10.0 million.

Borrowings under the Credit Agreement bear interest at a rate per annum equal to, at the Company's option, either (a) an alternate base rate or (b) a rate based on the rates applicable for deposits in the interbank market for U.S. Dollars or the applicable currency in which the loans are made plus an applicable margin. The applicable margin for each revolving loan will be adjusted in relation to the Company's then current unsecured debt ratings. Additionally, the Company pays a commitment fee for the average daily unused amount of the facility, payable quarterly in arrears, and certain fees with respect to letters of credit issued under the Credit Agreement.

In connection with the Credit Agreement, and pursuant to a pledge agreement dated as of July 3, 2012, among the Company, Central and the Administrative Agent, the Company pledged as collateral its equity interests in Central and certain future acquired subsidiaries.

The Credit Agreement contains negative covenants that, subject to significant exceptions, limit the ability of the Company and its Restricted Subsidiaries to, among other things, (i) incur debt, (ii) engage in new lines of business, (iii) incur liens, (iv) engage in mergers, consolidations, liquidations and dissolutions, (v) dispose of substantially all of the assets of the Company and its subsidiaries, (vi) make investments, loans, advances, guarantees and acquisitions, (vii) make certain restricted payments and (viii) enter into transactions with affiliates. The covenants require the Company to comply on a quarterly basis with capitalization ratios with respect to the Company and Central and a minimum fixed charge coverage ratio. The Credit Agreement contains events of defaults that are customary for a facility of this nature. If an event of default occurs, the commitments of the Lenders to lend under the facility may be terminated and the maturity of the amounts outstanding may be accelerated. At September 30, 2013, the Company had \$35.0 million outstanding under its revolving credit facility with a weighted-average interest rate of 2.4%. There were no outstanding letters of credit issued under the Credit Agreement as of September 30, 2013.

### ***Central's 6.0% Senior Notes***

At September 30, 2013, Central had outstanding \$230.0 million aggregate principal amount of 6.0% Senior Notes due 2016, or 6.0% Notes. The Bank of New York Mellon Trust Company, N.A. serves as trustee under the related indenture. Interest is payable semi-annually on June 1 and December 1 of each year. The related issuance costs and debt discount are being amortized over the life of the 6.0% Notes utilizing the straight line method which approximates the effective interest method. The 6.0% Notes mature on June 1, 2016 and have an overall effective interest rate of 6.17%. The 6.0% Notes are Central's senior unsecured obligations and rank equal in right of payment to all of its existing and future unsecured

indebtedness and are effectively junior to the secured indebtedness of Central to the extent of the value of the assets securing such indebtedness, if any. The 6.0% Notes are structurally senior to the 6.75% Notes.

The 6.0% Notes are subject to certain covenants that restrict, among other things, Central's ability to create liens, enter into sale and leaseback transactions or merge or consolidate with other entities. Central has the option to call the 6.0% Notes at any time at a make-whole premium as defined in the indenture.

### ***Capital Lease Obligation***

In 2004, Central entered into a 20-year capital lease with the Owensboro-Daviess County Industrial Development Authority, or Authority, for use of a headquarters building in Owensboro, Kentucky. Central is the borrower under a \$9.0 million loan agreement dated as of January 1, 2004 between Central and the Authority pursuant to which the Authority financed the cost of Central's office facility in Daviess County, Kentucky. In connection with this financing, the Authority issued Series 2004A and 2004B bonds under an indenture dated as of January 1, 2004 between the Authority and U.S. Bank, N.A. as trustee. Ownership of the facility will transfer to Central for a nominal fee upon expiration of the lease in 2024. Approximately \$7.1 million of assets are included in Property, plant and equipment as a capital lease and are being amortized over the same life as similar assets. Amortization of the assets is included in Depreciation and amortization in the accompanying unaudited Consolidated Financial Statements. The overall effective interest rate on the obligation is 6.29%. Principal and interest are paid semi-annually. Central has the option to prepay all 2004A bonds on or after January 1, 2014 and all 2004B bonds on or after February 1, 2014.

### ***Other***

As of September 30, 2013, the Company was in compliance with the covenants of all outstanding debt instruments.

## **6. Commitments and Contingencies**

### ***Regulatory and Rate Matters and Related Litigation***

#### ***Fuel Filing***

Central recovers the natural gas it uses for fuel on its operating system and gas losses it incurs on its system in-kind from its customers via a fuel reimbursement charge placed on the volumes of gas transported through the system. The reimbursement charge is established through an annual fuel tracker filed with the FERC.

#### ***General Rate Issues***

On May 31, 2013, Central filed a general rate case under FERC Docket No. RP13-941, to be effective December 1, 2013. FERC issued a suspension order dated July 5, 2013 accepting and suspending the proposed tariff records to be effective December 1, 2013, subject to refund and conditions, and the outcome of a hearing. FERC issued an order on July 10, 2013 assigning an Administrative Law Judge to hold a pre-hearing conference and establishing procedural time standards. The pre-hearing conference was held on July 24, 2013 and an "Order Adopting Protective Order" and an "Order Establishing Procedural Schedule and Rules of Conduct of the Hearing" were issued on July 29, 2013. The first settlement conference is scheduled to be held on November 20, 2013.

### ***Environmental and Safety Matters***

#### ***Environmental***

Central has identified polychlorinated biphenyl contamination in air compressor systems, soils, and related properties at certain compressor station sites and has been involved in negotiations with the U.S. Environmental Protection Agency, or EPA, and state agencies to develop screening, sampling, and cleanup programs. In addition, negotiations with certain environmental agencies concerning investigative and remedial actions relative to potential mercury contamination at certain natural gas metering sites are on-going. Central has received "No-Further-Action" letters from the states of Kansas, Missouri and Oklahoma for mercury cleanup. Central had accrued an undiscounted liability of approximately \$1.0 million at September 30, 2013 and \$1.2 million at December 31, 2012 representing the current estimate of future environmental cleanup costs, most of which is expected to be incurred over the next three to four years.

Central is subject to federal, state and local statutes, rules and regulations relating to environmental protection, including the National Environmental Policy Act, the Clean Water Act, the Clean Air Act and the Resource Conservation and Recovery Act. These laws and regulations can result in capital, operating and other costs. These laws and regulations generally subject Central to inspections and require it to obtain and comply with a wide variety of environmental licenses, permits and other

approvals. Under the Clean Air Act, the EPA has promulgated regulations addressing emissions from equipment present at typical natural gas compressor stations. These regulations include NESHAPs for reciprocating internal combustion engines, stationary turbines, and glycol dehydration equipment in addition to regulations that address regional transport of ozone. On August 20, 2010, the EPA promulgated emission standards that apply to certain of Central's existing reciprocating engines. These standards had an initial compliance date of October 19, 2013, and required the installation of emission control devices on some of Central's existing operations. On September 22, 2009, the EPA promulgated a mandatory reporting rule concerning the emission of certain gases, commonly referred to as "greenhouse gases," or GHG, that imposes requirements for some of Central's existing operations. To date, GHG regulations have not resulted in a material impact to Central's operations; however, there are also other potential state or federal regulations or legislation related to GHG emissions that could impact Central's existing operations if promulgated. Central continues to monitor the progress of any proposed rules or legislation and will determine any impact once the regulations have been promulgated.

All of Central's facilities are located in areas currently designated as being in "attainment" of all National Ambient Air Quality Standards, or NAAQS. The EPA is currently in the process of preparing area designations under revisions to the ozone NAAQS that were promulgated in March 2008. Based on the EPA's latest projections it appears that most, if not all, areas housing Central's operations will continue to be in attainment with the 2008 (current) ozone NAAQS.

Central considers environmental assessment, remediation costs and costs associated with compliance with environmental standards to be recoverable through rates, as they are prudent costs incurred in the ordinary course of business. The actual costs incurred will depend on the actual amount and extent of contamination discovered, the final cleanup standards mandated by the EPA or other governmental authorities, and other factors.

### **Legal Issues**

#### *Will Price, et al. v. El Paso Natural Gas Co., et al., Case No. 99 C 30, District Court, Stevens County, Kansas, or Price Litigation I*

In this putative class action filed May 28, 1999, the named plaintiffs, or Plaintiffs, have sued over 50 defendants, including Central. Asserting theories of civil conspiracy, aiding and abetting, accounting and unjust enrichment, their Fourth Amended Class Action Petition alleges that the defendants have under measured the volume of, and therefore have underpaid for, the natural gas they have obtained from or measured for Plaintiffs. Plaintiffs seek unspecified actual damages, attorney fees, pre- and post-judgment interest, and reserved the right to plead for punitive damages. On August 22, 2003, an answer to that pleading was filed on behalf of Central. Despite a denial by the Court on April 10, 2003 of their original motion for class certification, the Plaintiffs continued to seek the certification of a class. The Plaintiffs' motion seeking class certification for a second time was fully briefed and the Court heard oral argument on the motion on April 1, 2005. On September 18, 2009, the Court denied the Plaintiffs' motion for class certification. The Plaintiffs filed a motion to reconsider that ruling on October 2, 2009. The defendants, including Central, filed a response in opposition to the Plaintiffs' motion for reconsideration on January 18, 2010. The Plaintiffs filed a reply and oral argument, which was presented before a different judge, was heard on February 10, 2010. By order dated March 31, 2010, the Court denied the Plaintiffs' October 2, 2009 motion to reconsider the earlier denial of class certification. The Plaintiffs did not file for interlocutory review of the March 31, 2010 order, but through their counsel they have initiated certain discovery to which Central and other defendants have objected. In late June of 2011, certain defendants other than Central filed motions for summary judgment seeking, among other things, a ruling on the legal issue of whether or not Plaintiffs' civil conspiracy claim could be based upon their underlying unjust enrichment claim. In January of 2012, the Court issued an order concluding that under Kansas law a conspiracy claim could be so based. These defendants petitioned for interlocutory review of that ruling, but the Court of Appeals of Kansas denied their request on February 23, 2012. It is unknown whether Plaintiffs will follow through on discovery and/or otherwise proceed with the litigation on a non-class basis. Central cannot predict the outcome of this litigation or estimate a range of reasonably possible losses, if any.

#### *Will Price, et al. v. El Paso Natural Gas Co., et al., Case No. 03 C 23, District Court, Stevens County, Kansas, or Price Litigation II*

In this putative class action filed May 12, 2003, the named Plaintiffs from Case No. 99 C 30 (discussed above) have sued the same defendants, including Central. Asserting substantially identical legal and/or equitable theories, as in Price Litigation I, this petition alleges that the defendants have under measured the British thermal units, or Btu, content of, and therefore have underpaid for, the natural gas they have obtained from or measured for Plaintiffs. Plaintiffs seek unspecified actual damages, attorney fees, pre- and post-judgment interest, and reserved the right to plead for punitive damages. On November 10, 2003, an answer to that pleading was filed on behalf of Central. The Plaintiffs' motion seeking class certification, along with Plaintiffs' second class certification motion in Price Litigation I, was fully briefed and the Court heard oral argument on this motion on April 1, 2005. On September 18, 2009, the Court denied the Plaintiffs' motion for class certification. The Plaintiffs filed a

motion to reconsider that ruling on October 2, 2009. The defendants, including Central, filed a response in opposition to the Plaintiffs' motion for reconsideration on January 18, 2010. The Plaintiffs filed a reply and oral argument, which was presented before a different judge, was heard on February 10, 2010. By order dated March 31, 2010, the Court denied the Plaintiffs' October 2, 2009 motion to reconsider the earlier denial of class certification. The Plaintiffs did not file for interlocutory review of the March 31, 2010 order, but through their counsel they have initiated certain discovery to which Central and other defendants have objected. In late June of 2011, certain defendants other than Central filed motions for summary judgment seeking, among other things, a ruling on the legal issue of whether or not Plaintiffs' civil conspiracy claim could be based upon their underlying unjust enrichment claim. In January of 2012, the Court issued an order concluding that under Kansas law a conspiracy claim could be so based. These defendants petitioned for interlocutory review of that ruling, but the Court of Appeals of Kansas denied their request on February 23, 2012. It is unknown whether Plaintiffs will follow through on discovery and/or otherwise proceed with the litigation on a non-class basis. Central cannot predict the outcome of this litigation or estimate a range of reasonably possible losses, if any.

### ***Summary of Commitments and Contingencies***

In connection with the purchase of Central by Southern Star from The Williams Companies, Inc., or Williams, in 2002, a Litigation Cooperation Agreement was executed pursuant to which Williams agreed to cooperate in and assist with the defense of Central with respect to the Price Litigation. Pursuant to that agreement, Williams agreed to provide information and data to Central, make witnesses available as necessary, assist Central in becoming a party to certain Joint Defense Agreements, and to cooperate in general with Central in the preparation of its defense.

The Company is subject to claims and legal actions in the normal course of business in addition to those disclosed above. While no assurances can be given, management believes, based on advice of counsel and after consideration of amounts accrued, insurance coverage, potential recovery from customers and other indemnification arrangements, that the ultimate resolution of these matters will not have a material adverse effect upon the Company's future financial position, results of operations, or cash flows. Costs incurred to date of defending pending cases have not been material.

### **7. Income Taxes**

The Company's effective tax rate for the nine-months ended September 30, 2013 was 39.4%. The Company's effective tax rate for the period September 24, 2012 through September 30, 2012 and the period January 1, 2012 through September 23, 2012 was 39.0% and 39.3%, respectively. The effective tax rate in excess of the federal statutory rate of 35.0% is primarily due to the impact of state income taxes.

In accordance with ASC 740, the Company records interest related to uncertain tax positions as a part of Interest expense on the accompanying Consolidated Statements of Net Income. Any penalties are recognized as part of Miscellaneous expense on the accompanying Consolidated Statements of Net Income. The Company does not have a liability for tax penalties or interest related to uncertain tax positions for any period presented.

As of September 30, 2013, the Company remained subject to examination by Federal and State jurisdictions for the tax years beginning in 2004 and forward, in some cases due to net operating losses carried forward.

### **8. Dividends and Related Restrictions**

Certain of the Company's debt instruments contain restrictions on the declaration and payments of dividends or distributions to equity holders, subject to a minimum fixed charge coverage ratio and cumulative available cash flows from operations or a leverage ratio, subject to certain conditions, as defined in the related debt agreements. The Company currently meets all minimum requirements and pays dividends in compliance with such restrictions.

### **9. Employee Benefit Plans**

The Compensation – Retirement Benefits Topic 715 of the ASC, or ASC 715, requires companies to recognize the funded status of their defined benefit pension and other postretirement benefit plans as a net liability or asset in their balance sheets and to recognize changes in that funded status in the year in which changes occur through comprehensive income. As it is appropriate for the Company to apply the accounting prescribed by the Regulated Operations Topic 980 of the ASC, the Company does not recognize changes in the funded status in comprehensive income but recognizes them as changes to the related regulatory asset or liability, pending future recovery or refund through its rates.

Pursuant to ASC 715, no portion of the related liabilities are classified as current because plan assets exceed the value of benefit obligations expected to be paid within the 12 months ending September 30, 2014. In addition, no plan assets are expected to be returned to the Company during the 12 months ending September 30, 2014.

The terms of the RP08-350 rate settlement allow Central to recover, in its rates, \$9.5 million annually for pension benefits and postretirement benefits other than pensions. Central must fund the amounts recovered into irrevocable trusts established solely for the provision of the aforementioned benefits in a manner that permits Central to maximize the tax deductibility of the deposits and adhere to minimum and maximum funding requirements. Central's \$9.5 million annual funding requirement may only be reduced by amounts funded in excess of recoveries in prior years. As of December 31, 2012, Central's funding was \$0.9 million in excess of its recoveries.

### ***Retirement Plan***

Pension expense for the Company's pension plans was \$5.6 million, \$0.2 million, and \$6.9 million for the nine-month period ended September 30, 2013 (Successor), the period September 24, 2012 through September 30, 2012 (Successor), and the period January 1, 2012 through September 23, 2012 (Predecessor), respectively.

Components of the Company's net periodic pension expense for the indicated plans are as follows (expressed in thousands):

	<b>Successor</b>		<b>Predecessor</b>
	<b>For the Nine Months Ended September 30, 2013</b>	<b>For the Period September 24 through September 30, 2012</b>	<b>For the Period January 1 through September 23, 2012</b>
<b><u>Union Retirement Plan</u></b>			
Components of net periodic pension expense:			
Service cost	\$ 1,244	\$ 32	\$ 1,240
Interest cost	622	19	712
Expected return on plan assets	(591)	(26)	(969)
Recognized actuarial loss	—	8	341
Employee transfers	(135)	—	(32)
Settlement recognition	3	—	972
Regulatory recovery of costs	2,147	39	443
Net periodic pension expense	<u>\$ 3,290</u>	<u>\$ 72</u>	<u>\$ 2,707</u>
<b><u>Non-Union Retirement Plan</u></b>			
Components of net periodic pension expense:			
Service cost	\$ 3,826	\$ 81	\$ 3,112
Interest cost	1,272	28	1,074
Expected return on plan assets	(1,419)	(34)	(1,313)
Recognized actuarial loss	—	21	833
Employee transfers	135	—	32
Regulatory (accrual)/recovery of costs	(1,493)	17	495
Net periodic pension expense	<u>\$ 2,321</u>	<u>\$ 113</u>	<u>\$ 4,233</u>

The Company made contributions to the pension plans totaling \$0.7 million and \$7.2 million for the nine-month period ended September 30, 2013 (Successor) and for the period January 1, 2012 through September 23, 2012 (Predecessor), respectively, and anticipates funding an additional \$5.2 million by November 30, 2013. The Company made no contributions for the period September 24, 2012 through September 30, 2012 (Successor).

### ***Postretirement Benefits Other than Pensions***

Central's Retiree Medical Coverage Plan, or Retiree Medical Plan, provides medical and life insurance postretirement benefits to certain employees who retire under Central's retirement plans. The Retiree Medical Plan is contributory for medical and, for some retired employees, contributory for life insurance benefits in excess of specified limits. Eligible employees under



these plans are those hired prior to various qualifying dates, the latest of which is December 31, 1995, who qualify for retirement benefits, and who meet certain service and other requirements.

The benefits for qualified union employees are funded through a trust agreement under the Southern Star Voluntary Employees' Beneficiary Association for Collectively Bargained Employees, or Union VEBA, and the benefits for qualified non-union employees are funded through a separate trust agreement under the Southern Star Voluntary Employees' Beneficiary Association for Non-Collectively Bargained Employees, or Non-Union VEBA. Funding is made in accordance with the requirements under Central's latest rate settlement with the FERC.

The following table sets forth the components of net periodic postretirement benefit costs for the periods indicated (expressed in thousands):

	Successor		Predecessor
	For the Nine Months Ended September 30, 2013	For the Period September 24 through September 30, 2012	For the Period January 1 through September 23, 2012
Components of net periodic benefit expense:			
Service cost	\$ 446	\$ 11	\$ 426
Interest cost	1,723	47	1,811
Expected return on plan assets	(1,716)	(41)	(1,587)
Recognized actuarial loss	—	64	2,460
Regulatory recovery/(accrual) of costs	1,061	(81)	(3,110)
Net periodic benefit expense	<u>\$ 1,514</u>	<u>\$ —</u>	<u>\$ —</u>

The Company did not make any contributions to this plan for the nine-month period ended September 30, 2013 (Successor), the period September 24, 2012 through September 30, 2012 (Successor), or the period January 1, 2012 through September 23, 2012 (Predecessor). The Company anticipates funding \$1.9 million by November 30, 2013.

## 10. Related Party Transactions

Prior to the Sale, Central had an Operating Company Services Agreement, or Operating Services Agreement, with EFS Services, LLC, or EFS Services, an affiliate of GE. Pursuant to the Operating Services Agreement, EFS Services provided certain consulting services to Central for a service fee of \$1.0 million per year, plus the reimbursement of reasonable expenses up to \$0.2 million in a 12-month period incurred by EFS Services in providing such services. Central paid approximately \$0.7 million for service fees and expenses to EFS Services for the period January 1, 2012 through September 23, 2012. The Operating Services Agreement terminated on September 24, 2012 as a result of the Sale.

Southern Star had an Administrative Services Agreement with EFS Services to provide certain administrative services to Southern Star and Holdings. Pursuant to the Administrative Services Agreement, EFS Services was not paid a fee for its services; however, it was entitled to be reimbursed for reasonable expenses incurred in providing such services. No significant expenses were incurred during the period January 1, 2012 through September 23, 2012. The Administrative Services Agreement terminated on September 24, 2012 as a result of the Sale.

On January 23, 2012, Southern Star entered into an Administrative Services Agreement with MSIP Southern Star L.L.C., an affiliate of MSIP, to provide certain administrative services to Southern Star and Holdings. Pursuant to the terms of this agreement, the parties are not paid a fee for their services; however, they are entitled to be reimbursed for reasonable expenses incurred in providing such services. No significant expenses were incurred during the nine-month period ended September 30, 2013 (Successor), the period September 24, 2012 through September 30, 2012 (Successor), or the period January 23, 2012 through September 23, 2012 (Predecessor).

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

*References to "Southern Star" refer to Southern Star Central Corp. and references to "we," "us," "our," and "the Company," refer to Southern Star Central Corp. and to its wholly-owned subsidiary, Southern Star Central Gas Pipeline, Inc., or Central.*

*This management's discussion and analysis of our financial condition and results of operations should be read in conjunction with our 2012 Annual Report on Form 10-K filed with the SEC on March 26, 2013 as amended by Form 10-K/A filed with the SEC on April 9, 2013. This discussion contains forward-looking statements about our business, operations and industry that involve risks and uncertainties such as statements regarding our plans, objectives, expectations and intentions. Our future results and financial condition may differ materially from those we currently anticipate as a result of the factors we describe under "Forward-Looking Statements" and elsewhere in this document.*

*All accounting and reporting policies contained herein conform with accounting principles generally accepted in the United States, or GAAP. The financial information contained herein has been prepared in accordance with the rules and regulations of the SEC.*

## **FORWARD-LOOKING STATEMENTS**

The information in this report includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to anticipated financial performance, management's plans and objectives for future operations, business prospects, outcome of regulatory proceedings, market conditions and other matters. Words such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "objective," and other similar expressions identify some of the statements that are forward-looking. These statements are based on management's beliefs and assumptions and on information currently available to management. Actual results could differ materially from those contemplated by the forward-looking statements. In addition to any assumptions and other factors referred to specifically in connection with such statements, factors that could cause actual results to differ materially from those contemplated in any forward-looking statement include, among others, the following:

- future utilization of pipeline capacity, which can depend on energy prices and the prices for natural gas available on our system, competition from other pipelines and alternative fuels, the general level of natural gas demand, decisions by customers not to renew expiring natural gas transportation contracts, adequate supplies of natural gas, the construction or abandonment of natural gas customer facilities, weather conditions and other factors beyond our control;
- operational risks and limitations of our pipeline system and of interconnected pipeline systems;
- our ability to raise capital and fund capital expenditures in a cost-effective manner;
- changes in federal, state or local laws and regulations to which we are subject, including allowed rates of return and related regulatory matters, regulatory disclosure obligations, the regulation of financial dealings between us and our affiliates, and tax, environmental and employment laws and regulations;
- our ability to manage costs;
- the ability of our customers to pay for our services;
- environmental liabilities that are not covered by an indemnity or insurance;
- our ability to expand into new markets as well as our ability to maintain existing markets;
- our ability to obtain governmental and regulatory approval of various expansion projects, as well as our ability to maintain and comply with such approvals;
- the cost and effects of legal and administrative proceedings;
- the effect of accounting interpretations and changes in accounting policies;
- restrictive covenants contained in various debt instruments applicable to us and our subsidiaries which may restrict our ability to pursue our business strategies;
- strikes or work stoppages by Central's employees;
- changes in general economic, market or business conditions; and
- economic repercussions from terrorist activities and the government's response to such terrorist activities.

Other factors and assumptions not identified above, including without limitation, those described under Item 1A “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC on March 26, 2013 as amended by Form 10-K/A filed with the SEC on April 9, 2013, may also impact these forward-looking statements. The failure of those other assumptions to be realized, as well as other factors, which may or may not occur, may also cause actual results to differ materially from those projected. Except as required by law, we assume no obligation to update forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking statements.

## **General**

### ***Southern Star***

Southern Star Central Corp., or Southern Star, was a wholly-owned subsidiary of EFS-SSCC Holdings, LLC, or EFS, through September 23, 2012. GE Energy Financial Services, Inc., or GE, and Morgan Stanley Infrastructure Partners and certain other affiliated investment funds managed by Morgan Stanley Infrastructure, Inc., or MSIP, indirectly held all of the outstanding capital stock of EFS during these periods.

On August 23, 2012, GE entered into an agreement to sell to MSIP its 60% economic stake and 50% voting stake in Southern Star through the sale of its interests in EFS, or the Sale. The Sale was consummated on September 24, 2012, constituting a change in control and resulting in a new basis of accounting for Southern Star. In connection with the Sale, EFS changed its name to MSIP-SSCC Holdings, LLC, or Holdings. See Note 3 of the accompanying Notes to the Consolidated Financial Statements for further information regarding the Sale.

Southern Star was incorporated in Delaware in September 2002 and operates as a holding company for its regulated natural gas pipeline operations. Southern Star Central Gas Pipeline, Inc., or Central, is Southern Star’s only subsidiary and the sole source of its operating revenues and cash flows.

The terms “we,” “us,” “our” and “the Company” denote Southern Star Central Corp. and its subsidiaries.

### ***The Business***

Southern Star is the parent company of Central, our only subsidiary and the sole source of our operating revenues and cash flows. Central owns and operates an approximately 6,000 mile natural gas pipeline and associated natural gas storage facilities in the Midwestern United States. Central’s primary markets are regulated local natural gas distribution companies, municipalities, intrastate pipelines, electric generation plants and industrial customers in Missouri, Kansas, Oklahoma, and parts of Colorado, Nebraska, Wyoming, and Texas.

Central is an interstate natural gas pipeline engaged in the transportation and storage of natural gas. As such, Central’s rates, facilities and services are regulated by the Federal Energy Regulatory Commission, or FERC. Central’s services are provided under both short-term and long-term contracts, subject to a FERC-accepted tariff which governs substantially all terms and conditions of service. The substantial majority of Central’s business is conducted under long-term contracts ranging from one to 15 years. In 2012, the Company’s two major customers extended contracts set to expire in 2013 for an additional five-year period. Total average remaining life of all contracts on a volume-weighted basis at September 30, 2013 was approximately five years.

On May 31, 2013, Central filed a general rate case under FERC Docket No. RP13-941, to be effective December 1, 2013. FERC issued a suspension order dated July 5, 2013 accepting and suspending the proposed tariff records to be effective December 1, 2013, subject to refund and conditions, and the outcome of a hearing. FERC issued an order on July 10, 2013 assigning an Administrative Law Judge to hold a pre-hearing conference and establishing procedural time standards. The pre-hearing conference was held on July 24, 2013 and an "Order Adopting Protective Order" and an "Order Establishing Procedural Schedule and Rules of Conduct of the Hearing" were issued on July 29, 2013. The first settlement conference is scheduled to be held on November 20, 2013.

Central’s rates are regulated by the FERC and are designed to provide an allowed rate of return on equity after recovering its costs of service, assuming that its service and contract levels remain constant. As such, Central’s opportunities to grow profits and cash flows are generally limited to its ability to acquire new business on its existing pipeline system or expand into new areas or services. Expansion of its pipeline system or provision of new services generally requires authorization from the FERC. Our risk of declining profits or cash flows are primarily related to Central’s ability to maintain its current service levels at its current rates, including the renewal of long-term contracts on substantially equivalent terms, and our ability to prudently manage our costs. We expect to continue to manage our operating costs and to renew expiring contracts on favorable terms.

Pipeline and storage integrity regulations continue to increase our operating costs for integrity testing, permitting and other compliance with new regulations. Central remains on schedule to meet all compliance regulations and expects that operating costs associated with such regulations will continue to be recovered in the rates it charges for its services.

Changes in environmental laws and regulations may also increase our operating costs and/or capital expenditures as required for monitoring or installation of new equipment. Central expects operating and capital costs associated with such regulations to be recovered in the rates it charges for its services.

Central's ability to maintain current service levels at its current rates is impacted by both its access to natural gas supplies and competition. Central's access to multiple sources of natural gas supply and its unique storage capabilities, due to the strategic location of its storage facilities within its major market areas, are strengths that aid in limiting our downside risks. The competing interstate pipelines generally offer less diverse geographic access to natural gas supply and less competitively priced, flexible on-system storage.

In addition, we proactively seek growth opportunities that will further strengthen our financial position and results of operations. The costs we incur for many of our growth opportunities may be reimbursed by the operator of the gas supply or delivery point.

On April 4, 2013, Central completed the installation of a new delivery point for service to Linn Energy's Sublette Station. This expansion was supported by a five-year firm transportation contract for 5,000 Dths/day that was effective September 1, 2012. The expansion is expected to generate revenues of \$0.3 million annually.

On February 1, 2013, Central was selected by Black Hills subsidiary, Cheyenne Light Fuel & Power, as the gas transportation provider for the Cheyenne Prairie power generation project in Cheyenne, WY. The project consists of a five-mile lateral line and delivery meter station in Laramie County, WY. This expansion is supported by a seven year and seven month firm transportation contract for 10,000 Dths/day and is expected to be effective October 1, 2014. The expansion is expected to generate revenues of \$0.7 million annually.

On May 14, 2013, Central concluded an open season for the "Blackwell to Shidler Expansion Project" to reserve capacity for the Oklahoma Municipal Power Authority, or OMPA. The project is supported by a 10-year transportation agreement for approximately 6,000 Dths/day and is expected to be effective January 1, 2015. The expansion is expected to generate revenues of \$0.3 million annually.

Central concluded an Open Season on December 7, 2012 and finalized agreements with two shippers on May 21, 2013 for the "Straight Blackwell Expansion Project" to expand capacity on its Straight-Blackwell system. The expansion will require the installation of new meter stations, pressure regulators and a pipeline pressure uprate. The project is supported by five-year and ten-year firm transportation agreements for approximately 225,000 Dths/day and is expected to be effective October 1, 2014. The project is expected to generate revenues of \$6.8 million annually.

Central concluded an Open Season on April 1, 2013 for the "Sedalia Expansion Project" to reserve capacity on its Sedalia Line. The project is supported by a 20-year firm transportation agreement for approximately 11,000 Dths/day of capacity and is expected to be effective November 1, 2013. The project is expected to generate revenues of \$0.5 million annually.

## **Basis of Presentation and Sale Accounting**

The Sale resulted in a change in control and a new basis of accounting for Southern Star, as required by the Business Combinations Topic 805 of the Accounting Standards Codifications, or the ASC. The total consideration has been "pushed down" and allocated to our assets and liabilities. Our financial statements, related to periods prior to the Sale, reflect the previous accounting basis in the Company's assets and liabilities and are labeled Predecessor, while the periods subsequent to the Sale are labeled Successor and reflect the allocation of purchase price to all assets acquired and liabilities assumed in the Sale. Therefore, our Consolidated Statements of Net Income and Cash Flows for the period ending September 23, 2012 each reflect the operations of the Predecessor. Our Consolidated Statements of Net Income and Cash Flows for the period ending September 30, 2013, the Consolidated Statements of Net Income and Cash Flows for the period September 24, 2012 through September 30, 2012, and the Consolidated Balance Sheets as of December 31, 2012 and September 30, 2013, each reflect the operations and financial position of the Successor.

## **Critical Accounting Policies**

Our discussion and analysis of our financial condition, results of operations, liquidity and capital resources is based on our financial statements, which have been prepared in accordance with GAAP. GAAP requires that we make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosure of contingent

assets and liabilities. We base these estimates on historical experience and on various other assumptions that we consider reasonable under the circumstances. We evaluate our estimates on an on-going basis. Actual results may differ from these estimates. There have been no significant changes to our Critical Accounting Policies as included in our 2012 Annual Report on Form 10-K filed with the SEC on March 26, 2013 as amended by Form 10-K/A filed with the SEC on April 9, 2013, except as noted below.

## **Results of Operations**

Results of operations for all periods presented include the operations of Central, our only operating subsidiary. All periods include the application of purchase accounting. The periods subsequent to September 23, 2012 reflect the impact of the Sale. For discussion purposes, we have combined the results of operations for the Successor and Predecessor periods of 2012 because we believe it facilitates the comparison of 2013 operating and financial performance to 2012 and because the operations of Southern Star have not changed as a result of the Sale. Pro forma results of operations are not presented, as the only continuing impacts of the Sale on the results of operations are those discussed in Note 3 of the accompanying Notes to the Consolidated Financial Statements.

### ***Comparison of the Three Months Ended September 30, 2013 and 2012***

Operating revenues decreased \$1.5 million, or 2.8%, to \$53.3 million for the three-month period ended September 30, 2013 as compared to the three-month period ended September 30, 2012. The decrease is primarily due to lower transportation revenues as a result of lower interruptible charges and lower incremental park and loan services, as well as lower storage capacity revenues.

Operations and maintenance expenses were \$13.6 million and \$12.5 million for the three-month periods ended September 30, 2013 and 2012, respectively, a \$1.1 million, or 9.1% increase. The increase is primarily due to higher expenses in the third quarter of 2013 for pipeline integrity management, labor, vehicle expense and compressor maintenance, offset by lower expenses for professional services and environmental remediation.

Administrative and general expenses were \$10.5 million and \$10.1 million for the three-month periods ended September 30, 2013 and 2012, respectively, a \$0.4 million, or 3.8% increase. The increase is primarily due to higher expenses in the third quarter of 2013 for computer software maintenance, employee benefits and commitment fees associated with the Company's line of credit, offset partially by higher expenses transferred to capital.

Depreciation and amortization expenses were \$8.8 million and \$8.6 million for the three-month periods ended September 30, 2013 and 2012, respectively, a \$0.2 million, or 2.5%, increase. The increase is primarily due to asset additions to the 2013 depreciable base for transmission mains.

Interest expense was \$7.7 million and \$8.1 million for the three-month periods ended September 30, 2013 and 2012, respectively, a \$0.4 million, or 5.0%, decrease. The decrease is a result of the change in the amortization of debt discounts/premiums as a result of the Sale in the third quarter 2012, as further discussed in Note 3 of the accompanying Notes to the Consolidated Financial Statements.

Miscellaneous other income, net increased by \$0.2 million to \$0.3 million for the three-month period ended September 30, 2013 as compared to the three-month period ended September 30, 2012. The increase is primarily due to higher equity in allowance for funds used during construction as a result of increased capital spending in 2013.

The provision for income taxes were \$3.4 million and \$4.5 million for the three-month periods ended September 30, 2013 and 2012, respectively, a \$1.1 million, or 23.6% decrease. The decrease is commensurate with lower 2013 pre-tax income.

### ***Comparison of the Nine Months Ended September 30, 2013 and 2012***

Operating revenues were \$157.3 million and \$161.9 million for the nine-month periods ended September 30, 2013 and 2012, respectively, a \$4.6 million, or 2.9% decrease. The decrease is primarily due to lower storage capacity revenues resulting from a more normal winter season compared to the milder winter season in 2012 and lower revenue from incremental park and loan services.

Operations and maintenance expenses increased by \$2.3 million, or 6.2%, for the nine-month period ended September 30, 2013 compared to the nine-month period ended September 30, 2012. The increase is primarily due to higher

expenses in 2013 for labor, pipeline integrity management, outside contracting, lube oil, and well testing, offset partially by lower expenses for environmental remediation and compressor maintenance.

Administrative and general expenses were \$30.4 million and \$29.4 million for the nine-month periods ended September 30, 2013 and 2012, respectively, a \$1.0 million, or 3.3% increase. The increase is primarily due to higher expenses in 2013 for computer software maintenance, employee benefits, labor and fees associated with the Company's line of credit, offset partially by lower expenses for professional services and higher expenses transferred to capital.

Depreciation and amortization expenses were \$27.0 million and \$25.8 million for the nine-month periods ended September 30, 2013 and 2012, respectively, a \$1.2 million, or 4.5% increase. The increase is primarily due to asset additions to the 2013 depreciable base for transmission mains.

Taxes, other than income taxes, were \$13.7 million and \$13.1 million for the nine-month periods ended September 30, 2013 and 2012, respectively, a \$0.6 million, or 4.6% increase. The increase is primarily due to higher expenses for ad-valorem tax in 2013.

Interest expense was \$23.1 million and \$24.3 million for the nine-month periods ended September 30, 2013 and 2012, respectively, a \$1.2 million, or 5.0%, decrease. The decrease is a result of the change in the amortization of debt discounts/premiums as a result of the Sale in the third quarter 2012, as further discussed in Note 3 of the accompanying Notes to the Consolidated Financial Statements.

The provision for income taxes was \$9.4 million and \$12.7 million for the nine-month periods ended September 30, 2013 and 2012, respectively, a \$3.3 million, or 26.0% decrease. The decrease is commensurate with lower 2013 pre-tax income.

## **Liquidity and Capital Resources**

We expect to have sufficient funds to fund our capital and other liquidity requirements over the next 12 months with cash on hand, cash flows from operating activities and by drawing on a credit facility that was established in 2012, as discussed below.

Net cash provided by operating activities for the nine-month periods ended September 30, 2013 and 2012 was \$67.1 million and \$61.4 million, respectively. Net cash from operating activities was higher in 2013 primarily due to the timing of payments of accounts payable, lower pension funding in 2013 and fewer purchases of material and supplies inventory in 2013 compared to 2012. The increase was partially offset by lower 2013 operating income, excluding depreciation, and higher employee incentive payments in 2013. Funding to our pension plans is further discussed in Note 9 of the accompanying Notes to the Consolidated Financial Statements.

Net cash used in investing activities for the nine-month periods ended September 30, 2013 and 2012 was \$58.2 million and \$39.7 million, respectively. Cash used in investing activities was higher in 2013 primarily due to higher maintenance capital expenditures.

Net cash used in financing activities for the nine-month periods ended September 30, 2013 and 2012 was \$34.2 million and \$20.3 million, respectively. The increase is primarily due to a \$5.0 million reduction in the outstanding balance of the Company's credit facility in 2013 and higher 2013 dividend payments.

### **6.75% Registered Senior Notes**

At September 30, 2013, we had outstanding \$200.0 million of 6.75% Notes registered under the Securities Act of 1933 as amended, or 6.75% Registered Notes. The Bank of New York Mellon Trust Company, N.A. serves as trustee pursuant to the related indenture. Interest is payable semi-annually on March 1 and September 1 of each year. Prior to the Sale, the related issuance costs were being amortized over the life of the 6.75% Registered Notes utilizing the straight line method which approximated the effective interest method. As of September 24, 2012, there were no issuance costs related to the 6.75% Registered Notes included in our Consolidated Balance Sheet as all costs were written off as part of the purchase price allocation. However, the premium established as a result of the Sale will be amortized over the remaining period of the 6.75% Registered Notes utilizing the effective interest method. The 6.75% Registered Notes mature on March 1, 2016. The 6.75% Registered Notes are Southern Star's senior unsecured obligations and rank equal in right of payment to all of its existing and future unsecured indebtedness and are effectively junior to any secured indebtedness of Southern Star to the extent of the value of the assets securing such indebtedness, if any.

The declaration and payment of dividends or distributions to equity holders, under the 6.75% Registered Notes indenture, are subject to, with certain limited exceptions, a minimum fixed charge coverage ratio and cumulative available cash flows from operations or a leverage ratio, subject to certain conditions, as defined in the indenture.

The 6.75% Registered Notes are subject to certain covenants that restrict, among other things, Southern Star and its subsidiaries' ability to make investments, incur additional indebtedness, pay dividends or make distributions on capital stock or redeem or repurchase capital stock, create liens, incur dividend or other payment restrictions affecting subsidiaries, merge or consolidate with other entities and enter into transactions with affiliates. We have the right to redeem all or part of the 6.75% Registered Notes at premiums defined in the indenture.

### ***6.75% Unregistered Senior Notes***

At September 30, 2013, we had outstanding \$50.0 million aggregate principal amount of 6.75% Senior Notes due 2016, or 6.75% Unregistered Notes. The Bank of New York Mellon Trust Company, N.A. serves as trustee under the related indenture. Interest is payable semi-annually on March 1 and September 1 of each year. Prior to the Sale, the related issuance costs were being amortized over the life of the 6.75% Unregistered Notes utilizing the straight line method which approximated the effective interest method. As of September 24, 2012, there were no issuance costs related to the 6.75% Unregistered Notes included in our Consolidated Balance Sheet as all costs were written off as part of the purchase price allocation. However, the premium established as a result of the Sale will be amortized over the remaining period of the 6.75% Unregistered Notes utilizing the effective interest method. The 6.75% Unregistered Notes will mature on March 1, 2016. The 6.75% Unregistered Notes are senior unsecured obligations and rank equal in rights of payment to all of Southern Star's existing and future unsecured indebtedness and are effectively junior to any secured indebtedness of Southern Star to the extent of the value of the assets securing such indebtedness, if any. All covenants, restrictions, and other terms and conditions are identical to those for the 6.75% Registered Notes described above. We have the right to redeem all or part of the 6.75% Unregistered Notes at premiums defined in the indenture.

### ***Credit Agreement***

On July 3, 2012, the Company entered into a \$65.0 million four-year revolving credit agreement, or Credit Agreement, among several banks and other financial institutions or entities from time to time party to the Credit Agreement, or the Lenders, and Royal Bank of Canada, as Administrative Agent, pursuant to which the Lenders agreed to make revolving credit loans to the Company. Effective March 22, 2013, the Credit Agreement was amended and the total aggregate commitment was extended to \$125.0 million. Under the Credit Agreement, letters of credit may be issued by the Administrative Agent or by one or more of the other Lenders in an aggregate amount not to exceed \$10.0 million.

Borrowings under the Credit Agreement bear interest at a rate per annum equal to, at the Company's option, either (a) an alternate base rate or (b) a rate based on the rates applicable for deposits in the interbank market for U.S. Dollars or the applicable currency in which the loans are made plus an applicable margin. The applicable margin for each revolving loan will be adjusted in relation to the Company's then current unsecured debt ratings. Additionally, the Company pays a commitment fee for the average daily unused amount of the facility, payable quarterly in arrears, and certain fees with respect to letters of credit issued under the Credit Agreement.

In connection with the Credit Agreement, and pursuant to a pledge agreement dated as of July 3, 2012, among the Company, Central and the Administrative Agent, the Company pledged as collateral its equity interests in Central and certain future acquired subsidiaries.

The Credit Agreement contains negative covenants that, subject to significant exceptions, limit the ability of the Company and its Restricted Subsidiaries to, among other things, (i) incur debt, (ii) engage in new lines of business, (iii) incur liens, (iv) engage in mergers, consolidations, liquidations and dissolutions, (v) dispose of substantially all of the assets of the Company and its subsidiaries, (vi) make investments, loans, advances, guarantees and acquisitions, (vii) make certain restricted payments and (viii) enter into transactions with affiliates. The covenants require the Company to comply on a quarterly basis with capitalization ratios with respect to the Company and Central and a minimum fixed charge coverage ratio. The Credit Agreement contains events of default that are customary for a facility of this nature. If an event of default occurs, the commitments of the Lenders to lend under the facility may be terminated and the maturity of the amounts outstanding may be accelerated.

### ***Central's 6.0% Senior Notes***

At September 30, 2013, Central had outstanding \$230.0 million aggregate principal amount of 6.0% Senior Notes due 2016, or 6.0% Notes. The Bank of New York Mellon Trust Company, N.A. serves as trustee under the related indenture. Interest is payable semi-annually on June 1 and December 1 of each year. The related issuance costs are being amortized over

the life of the 6.0% Notes utilizing the straight line method which approximates the effective interest method. The 6.0% Notes mature on June 1, 2016 and have an overall effective interest rate of 6.17%. The 6.0% Notes are Central's senior unsecured obligations and rank equal in right of payment to all of its existing and future unsecured indebtedness and are effectively junior to the secured indebtedness of Central to the extent of the value of the assets securing such indebtedness, if any. The 6.0% Notes are structurally senior to the 6.75% Notes.

The 6.0% Notes are subject to certain covenants that restrict, among other things, Central's ability to create liens, enter into sale and leaseback transactions or merge or consolidate with other entities. Central has the option to call the 6.0% Notes at any time at a make-whole premium as defined in the indenture.

### ***Capital Lease Obligation***

Central has a 20-year capital lease with the Owensboro-Daviess County Industrial Development Authority, or Authority, for use of a headquarters building in Owensboro, Kentucky. Central is the borrower under a \$9.0 million loan agreement dated as of January 1, 2004 between Central and the Authority pursuant to which the Authority financed the cost of Central's office facility in Daviess County, Kentucky. In connection with the financing, the Authority issued Series 2004A and 2004B bonds under an indenture dated as of January 1, 2004 between the Authority and U.S. Bank, N.A. as trustee. Ownership of the facility will transfer to Central for a nominal fee upon expiration of the lease in 2024. The overall effective interest rate on the obligation is 6.29%. Principal and interest are paid semi-annually. Central has the option to prepay all 2004A bonds on or after January 1, 2014 and all 2004B bonds on or after February 1, 2014.

### ***Other***

As of September 30, 2013, we had 466 full-time employees at Central and none at Southern Star. Central has a collective bargaining agreement with the International Union of Operating Engineers Local No. 351, or Union, previously International Union of Operating Engineers Local No. 647, covering 138 field employees. The collective bargaining agreement was ratified on January 4, 2013 and expires on April 1, 2017.

We operate under a Federal and State Income Tax Policy that governs the allocation and payment of tax liabilities of Holdings, Southern Star and Central. This policy provides that Southern Star will file consolidated tax returns on behalf of itself, Holdings and Central and will pay all taxes shown thereon to be due. Central generally makes payments to Southern Star for its federal and state income tax liabilities as though it were filing a separate return. Southern Star has an obligation to indemnify Central for any liability that Central incurs for taxes of the affiliated group of which Southern Star and Central are members under Treasury Regulations Section 1.1502-6 and similar state statutes.

On May 31, 2013, Central filed a general rate case under FERC Docket No. RP13-941, to be effective December 1, 2013. FERC issued a suspension order dated July 5, 2013 accepting and suspending the proposed tariff records to be effective December 1, 2013, subject to refund and conditions, and the outcome of a hearing. FERC issued an order on July 10, 2013 assigning an Administrative Law Judge to hold a pre-hearing conference and establishing procedural time standards. The pre-hearing conference was held on July 24, 2013 and an "Order Adopting Protective Order" and an "Order Establishing Procedural Schedule and Rules of Conduct of the Hearing" were issued on July 29, 2013. The first settlement conference is scheduled to be held on November 20, 2013.

At September 30, 2013, we were in compliance with the covenants of all outstanding debt instruments. See Note 5 of the accompanying Notes to the Consolidated Financial Statements for further discussion of our debt instruments.

### ***Other***

#### ***Contractual Obligations and Commitments***

We expect to have estimated capital expenditures of \$127.8 million in 2013, including approximately \$23.3 million for projects under our pipeline integrity management program.

Central expects to contribute a total of \$7.8 million to its Retirement and Postretirement Medical Benefit Plans in 2013. See Note 9 of the accompanying Notes to the Consolidated Financial Statements for further discussion of our employee benefit plans.

Contractual obligations and commitments are expected to be funded with cash flows from operating activities and by drawing upon cash available pursuant to the Credit Agreement.



### ***Contingencies***

See Note 6 of the accompanying Notes to the Consolidated Financial Statements for further information that may cause operating and financial uncertainties.

### ***Effects of Inflation***

Central generally has experienced increased costs in recent years due to the effect of inflation on the cost of labor and benefits, materials and supplies, and property, plant and equipment. A portion of the increased expenses resulting from labor, materials and supplies can directly affect income through increased operating and administrative costs. The cumulative impact of inflation over a number of years has resulted in increased costs for current replacement of productive facilities. The majority of Central's property, plant, equipment and inventory is subject to ratemaking treatment, and under current FERC practices, recovery is limited to authorized historical costs. While amounts in excess of historical cost are not recoverable under current FERC practices, we believe Central will be allowed to recover and earn a return based on the increased actual costs incurred when existing facilities are replaced. Cost-based regulation, along with competition and other market factors, limit Central's ability to price services or products to reflect increased costs resulting from inflation.

### ***Dodd-Frank Act***

Certain interpretive guidance has been issued by the Commodity Futures Trading Commission, or CFTC, regarding its final rule further defining the term "swap" in accordance with Section 712(b)(1) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, or Dodd-Frank Act. This guidance has raised concerns for the interstate pipeline industry as to the application of the CFTC's rules regarding facility usage agreements that employ "two-part" rate structures consisting of a "demand" or "reservation" charge and other usage fees and those rules' application to natural gas transportation and storage agreements and other transactions that utilize two-part rates, but that are currently regulated exclusively by the FERC. This regulation took effect October 12, 2012, although the CFTC accepted comments up to that date for further revisions and clarifications to the interpretive guidance previously issued.

Absent further guidance by the CFTC, the current rule arguably subjects all of Central's two-part rate transportation and storage service agreements, as well as all of its capacity release transactions, to CFTC jurisdiction, creating additional recordkeeping and reporting burdens.

The Interstate Natural Gas Association of America, or INGAA, has filed on behalf of its members, including Central, two pleadings with the CFTC requesting that the interpretive guidance at issue be amended or clarified to exempt two-part fee service transactions already regulated by the FERC from further CFTC regulation under the Dodd-Frank Act. On October 9, 2012, INGAA filed a "Request for Clarification and No-Action Relief Regarding Commission Interpretive Guidance on Transportation and Storage Agreements with Two-Part Fee Structure Set Forth in the Commission's Swap Definition Final Rule". Besides requesting clarification that two-part rate interstate service agreements do not meet the definition of "swap" under the CFTC's new regulations, this filing also requests the CFTC issue a no-action letter stating it will not take or recommend any enforcement action if INGAA's member companies, including Central, do not treat such agreements as subject to the swap definition, at least for as long as and until the CFTC issues a final clarification, revision or response to the comments concerning such rule.

On October 12, 2012, INGAA submitted its "Comments on Joint Final Rule and Interpretations on Further Definition of 'Swap', 'Security-Based Swap', and 'Security-Based Swap Agreement'; Mixed Swap; Security-Based Swap Agreement Recordkeeping (RIN No. 3038-AD46)," to the CFTC on behalf of its members, including Central. These comments contain supporting arguments and facts, which if accepted by the CFTC (and modification of the rules or interpretive guidance was implemented by the CFTC), would effectively exempt the transactions of concern to Central and all other INGAA members from CFTC jurisdiction and avoid any additional regulatory requirements.

In addition on October 12, 2012, the FERC submitted similar comments to the CFTC consistent with INGAA and its members' position. On November 14, 2012, the CFTC's Office of General Counsel issued a Response to Frequently Asked Questions, or FAQ, clarifying that "Two-Part" rate structures are not "options" within the meaning of the CFTC rules, supporting the position taken by INGAA and its members. While Central cannot state with complete certainty that INGAA will be successful in its efforts to modify the CFTC interpretive guidance on this issue, it believes INGAA's filings have addressed Central's concerns and provided sufficient protection from any risk of non-compliance with the CFTC rules, at least for the short-term.

## Seasonality

Substantially all of Central's operating revenues are generated from fixed daily reservation fees for transportation and/or storage services. As a result, fluctuations in natural gas prices and actual volumes transported and stored have a limited impact on Central's operating revenues. Since the fixed daily reservation fees are generally consistent from month to month, Central's operating revenues do not fluctuate materially from season to season.

Generally, construction and maintenance on Central's pipeline occur from May through October when volume throughput is usually lower than during the winter heating season. As such, operating and maintenance expenses are generally higher in the second and third quarters and the majority of our capital expenditures are incurred during this time.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

With the exception of our revolving credit facility, for which the interest rate is periodically reset, our debt has been issued at fixed rates. For fixed rate debt, changes in interest rates affect the fair value of the debt instruments but do not directly affect earnings or cash flows. At September 30, 2013, the weighted-average interest rate of our long-term debt was 6.15%. Our long-term debt issues, consisting of \$200.0 million 6.75% Registered Notes, \$50.0 million 6.75% Unregistered Notes and \$230.0 million 6.0% Notes, each mature in 2016. The \$4.0 million balance of our capital lease obligation matures serially through 2024 and carries a fixed effective interest rate of 6.29%. Our long-term debt at September 30, 2013 had a carrying value of \$483.3 million. At September 30, 2013, the fair value of our 6.75% Registered Notes, 6.75% Unregistered Notes, and 6.0% Notes was approximately \$202.1 million, \$50.5 million, and \$255.9 million, respectively. These fair market values were estimated by discounting the 6.75% Registered Notes', 6.75% Unregistered Notes', and 6.0% Notes' cash flows by the current yield rate of notes with similar characteristics, as recent transactions were not available due to recent market inactivity. At September 30, 2013, the Company had \$35.0 million outstanding under our revolving credit facility with a weighted-average interest rate of 2.4%. There were no outstanding letters of credit issued under the Credit Agreement as of September 30, 2013.

## Item 4. Controls and Procedures

*Disclosure Controls and Procedures* – As of September 30, 2013, we, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Exchange Act Rules 13a – 15(e) and 15d – 15(e). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of September 30, 2013.

*Changes in Internal Control Over Financial Reporting* – There has been no change in our internal control over financial reporting during the quarter ended September 30, 2013, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings

*Will Price, et al. v. El Paso Natural Gas Co., et al., Case No. 99 C 30, District Court, Stevens County, Kansas, or Price Litigation I*

In this putative class action filed May 28, 1999, the named plaintiffs, or Plaintiffs, have sued over 50 defendants, including Central. Asserting theories of civil conspiracy, aiding and abetting, accounting and unjust enrichment, their Fourth Amended Class Action Petition alleges that the defendants have under measured the volume of, and therefore have underpaid for, the natural gas they have obtained from or measured for Plaintiffs. Plaintiffs seek unspecified actual damages, attorney fees, pre- and post-judgment interest, and reserved the right to plead for punitive damages. On August 22, 2003, an answer to that pleading was filed on behalf of Central. Despite a denial by the Court on April 10, 2003 of their original motion for class certification, the Plaintiffs continued to seek the certification of a class. The Plaintiffs' motion seeking class certification for a second time was fully briefed and the Court heard oral argument on the motion on April 1, 2005. On September 18, 2009, the Court denied the Plaintiffs' motion for class certification. The Plaintiffs filed a motion to reconsider that ruling on October 2, 2009. The defendants, including Central, filed a response in opposition to the Plaintiffs' motion for reconsideration on January 18, 2010. The Plaintiffs filed a reply and oral argument, which was presented before a different judge, was heard on February 10, 2010. By order dated March 31, 2010, the Court denied the Plaintiffs' October 2, 2009 motion to reconsider the earlier denial of class certification. The Plaintiffs did not file for interlocutory review of the March 31, 2010 order, but through their counsel they have initiated certain discovery to which Central and other defendants have objected. In late June of 2011, certain defendants other than Central filed motions for summary judgment seeking, among other things, a ruling on the legal issue of whether or not Plaintiffs' civil conspiracy claim could be based upon their underlying unjust enrichment claim. In January of 2012, the Court issued an order concluding that under Kansas law a conspiracy claim could be so based. These

defendants petitioned for interlocutory review of that ruling, but the Court of Appeals of Kansas denied their request on February 23, 2012. It is unknown whether Plaintiffs will follow through on discovery and/or otherwise proceed with the litigation on a non-class basis. Central cannot predict the outcome of this litigation or estimate a range of reasonably possible losses, if any.

*Will Price, et al. v. El Paso Natural Gas Co., et al., Case No. 03 C 23, District Court, Stevens County, Kansas, or Price Litigation II*

In this putative class action filed May 12, 2003, the named Plaintiffs from Case No. 99 C 30 (discussed above) have sued the same defendants, including Central. Asserting substantially identical legal and/or equitable theories, as in Price Litigation I, this petition alleges that the defendants have under measured the British thermal units, or Btu, content of, and therefore have underpaid for, the natural gas they have obtained from or measured for Plaintiffs. Plaintiffs seek unspecified actual damages, attorney fees, pre- and post-judgment interest, and reserved the right to plead for punitive damages. On November 10, 2003, an answer to that pleading was filed on behalf of Central. The Plaintiffs' motion seeking class certification, along with Plaintiffs' second class certification motion in Price Litigation I, was fully briefed and the Court heard oral argument on this motion on April 1, 2005. On September 18, 2009, the Court denied the Plaintiffs' motion for class certification. The Plaintiffs filed a motion to reconsider that ruling on October 2, 2009. The defendants, including Central, filed a response in opposition to the Plaintiffs' motion for reconsideration on January 18, 2010. The Plaintiffs filed a reply and oral argument, which was presented before a different judge, was heard on February 10, 2010. By order dated March 31, 2010, the Court denied the Plaintiffs' October 2, 2009 motion to reconsider the earlier denial of class certification. The Plaintiffs did not file for interlocutory review of the March 31, 2010 order, but through their counsel they have initiated certain discovery to which Central and other defendants have objected. In late June of 2011, certain defendants other than Central filed motions for summary judgment seeking, among other things, a ruling on the legal issue of whether or not Plaintiffs' civil conspiracy claim could be based upon their underlying unjust enrichment claim. In January of 2012, the Court issued an order concluding that under Kansas law a conspiracy claim could be so based. These defendants petitioned for interlocutory review of that ruling, but the Court of Appeals of Kansas denied their request on February 23, 2012. It is unknown whether Plaintiffs will follow through on discovery and/or otherwise proceed with the litigation on a non-class basis. Central cannot predict the outcome of this litigation or estimate a range of reasonably possible losses, if any.

**Item 1A. Risk Factors**

*See our 2012 Annual Report on Form 10-K filed with the SEC on March 26, 2013, as amended by Form 10-K/A filed with the SEC on April 9, 2013, which includes a detailed discussion of our risk factors under Item 1A, "Risk Factors". No updates to this information are necessary.*

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

- 31.1 —Certificate of Jerry L. Morris, Chief Executive Officer of Southern Star Central Corp., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 —Certificate of Susanne W. Harris, Chief Financial Officer of Southern Star Central Corp., pursuant to Section 302 of the Sarbanes-Oxley Act 2002.
- 32 —Certificate of Jerry L. Morris, Chief Executive Officer of Southern Star Central Corp., and Susanne W. Harris, Chief Financial Officer of Southern Star Central Corp., pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definitions Document
- 101.LAB XBRL Taxonomy Label Linkbase Document
- 101.PRE XBRL Taxonomy Presentation Linkbase Document



**INDEX TO EXHIBITS**

- 31.1 —Certificate of Jerry L. Morris, Chief Executive Officer of Southern Star Central Corp., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 —Certificate of Susanne W. Harris, Chief Financial Officer of Southern Star Central Corp., pursuant to Section 302 of the Sarbanes-Oxley Act 2002.
- 32 —Certificate of Jerry L. Morris, Chief Executive Officer of Southern Star Central Corp., and Susanne W. Harris, Chief Financial Officer of Southern Star Central Corp., pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
  
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definitions Document
- 101.LAB XBRL Taxonomy Label Linkbase Document
- 101.PRE XBRL Taxonomy Presentation Linkbase Document

**Exhibit 31.1**

**CERTIFICATION PURSUANT TO RULES 13a – 14(a) OR 15d – 14(a)  
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Jerry L. Morris, Chief Executive Officer of Southern Star Central Corp., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Southern Star Central Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a - 15(e) and 15d - 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a -15(f) and 15d – 15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

**Signature**

**Title**

**Date**

By: /s/ JERRY L. MORRIS  
Jerry L. Morris

Chief Executive Officer

November 8, 2013

**Exhibit 31.2**

**CERTIFICATION PURSUANT TO RULES 13a – 14(a) OR 15d – 14(a)  
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Susanne W. Harris, Chief Financial Officer of Southern Star Central Corp., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Southern Star Central Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a - 15(e) and 15d - 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a -15(f) and 15d – 15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

**Signature**

**Title**

**Date**

By: /s/ SUSANNE W. HARRIS  
Susanne W. Harris

Chief Financial Officer

November 8, 2013



**Exhibit 32**

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
(18 U.S.C. SECTION 1350)**

In connection with the Quarterly Report on Form 10-Q of Southern Star Central Corp. (the Company), a Delaware corporation, for the quarter ended September 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the Report), each of the undersigned, Jerry L. Morris, Chief Executive Officer of the Company, and Susanne W. Harris, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his/her knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods presented in the Report.

The foregoing certification is provided solely for purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act of 2002 and is not intended to be used or relied upon for any other purpose.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
By: <u>/s/ JERRY L. MORRIS</u> Jerry L. Morris	Chief Executive Officer	November 8, 2013
By: <u>/s/ SUSANNE W. HARRIS</u> Susanne W. Harris	Chief Financial Officer	November 8, 2013

A signed original of this written statement required by Section 906 has been provided to Southern Star Central Corp. and will be retained by Southern Star Central Corp. and furnished to the Securities and Exchange Commission or staff upon request.